



All for 1, union St. Eustatius association

Upon this twentyfourth day of April of the year two thousand fifteen came and appeared before me, Meredith Maritza Boekhoudt, civil law notary on Sint Maarten:

1. Mr. KOERT AREND KERKHOFF, a Linguist, residing at Trumpet Shell Road 2B Sint Maarten, born on February 27, 1963 in 'sGravenhage, the Netherlands, married, who identified himself with a passport issued by the Kingdom of the Netherlands with number NRB1D9R94;
2. Ms. Felice Carol Wilsterman, a junior notarial assistant, with office address at Professional Office Park, Osprey Drive 1, Unit 2B, Point Blanche, Sint Maarten, born in Paramaribo, Suriname, on October 2, 1986, not married, by these presents acting as proxyinwriting of:
 - A. Mr. CHARLES ALBERTIS WOODLEY, a policy advisor, residing at Berkel's Drive 5, born on December 21, 1976 in Sint Eustatius, formerly Netherlands Antilles, married, holder of a passport issued by the Kingdom of the Netherlands with number NM8BL18L5;
 - B. Ms. CORNELIA MARIA VAN DE SANDE, a consultant, residing at Father van Tefelenweg 8, Sint Eustatius, born on April 5, 1974 in BerkelEnschot, the Netherlands, not married, holder of a passport issued by the Kingdom of the Netherlands with number NML3LD1K2.

AUTHORIZATION

The authorization of the appearer sub 2 is sufficiently evident to me, civil law notary, from two powers of attorney, which shall be attached to the original of this deed.

INCORPORATION

The appearers, acting as mentioned above, declared to herewith establish an association and to lay down the following Articles of Association:

NAME, SEAT, DURATION AND FINANCIAL YEAR

Article 1

1. The name of the Association is:
"ALL FOR 1, UNION ST. EUSTATIUS", which will hereinafter be referred to as the "Association".
The name of the association may be abbreviated to "All for 1".
2. The Association is established on Sint Eustatius.
3. The Association is established for an unlimited period of time.
4. The financial year of the Association runs from January first through December thirtyfirst.

OBJECTIVE/MEANS TO ACHIEVE THE OBJECTIVE

Article 2

- a. The objective of the Association is:
 1. In general to promote and advance the social, political, economic, environmental and cultural wellbeing of workers;
 2. To pursue and promote the improvement of and to protect workers' rights regarding their wages, work hours, benefits, workplace health and safety, job training and other workrelated issues.
 3. The organization of unorganized workers into a group of workers who collectively use their strength to have a voice in their workplace;
 4. To negotiate and enter into collective labour agreements and any other agreements, in the interest of the members.
 5. To promote, develop, and enhance the unity within the members of this union;
 6. In general to do all what may be deemed necessary in the interest of and in accordance with the objectives and the responsibility of the Association.
- b. The Association shall pursue its objective by:
 - a. Providing legal representation for the association and its members.
 - b. Giving advice and assistance to its members.
 - c. Establishing, stimulating and maintaining relationships with other organizations, and supporting all members.
 - d. All other legally permissible means.



FINANCIAL MEANS

Article 3

1. The financial means of the Association consist of:
 - b. membership fees;
 - c. other charges or fees;
 - d. other income, such as donations, legacies, fund raising activities and interest on bank accounts.
2. Membership fees shall be due for the entire fiscal year from the date of the commencement of the membership.
3. Membership fees, other charges or fees and the manner of payment shall be established by vote at the General Meeting of Members, after recommendation by the Board.

MEMBERS

Article 4

1. The members of the Association shall consist exclusively of:
 - a. Workers and employees from the private and the public sector;
 - b. All persons that express the willingness to, and are able to adhere to the statutes and regulations of the Association.
2. The Board shall establish and maintain a register of members. The register shall be accessible upon request by any member.
3. The physical or electronic address of the member as provided to the Board from time to time by the member shall be the valid address of the member for all notices and correspondence.

MEMBER RIGHTS AND OBLIGATIONS

Article 5

1. By obtaining membership, members subject themselves to the Articles of Association and to the resolutions passed at the General Meeting of Members.
2. Members are obligated to contribute their prorata share of the funds necessary for the pursuit of the objective of the Association mentioned in Article 2.
3. Per meeting a member may be represented in the General Meeting of Members by an assignee or a person who has a legal right to do so, but must furnish the Board of the Association with an appropriate proxy in writing before the meeting.
4. Members have the right to all information concerning the Association and the administration of the Association upon request, including, without limitation, financial information, contracts, and minutes of meetings.
5. Members have the right to inspect the administration and the books, documents and other data carriers of the Association upon request.
6. Unless otherwise provided in this constitution, each member shall have one (1) vote at the General Meeting of Members.

COMMENCEMENT OF MEMBERSHIP

Article 6

1. Membership commences through the acceptance by the Board after written application of the candidate to the Board or by acceptance of the invitation of the Board by a prospective member.
2. The criteria for membership may be specified in the ByLaws.
3. The Board will keep a register of all members.

SUSPENSION OF MEMBERSHIP

Article 7

1. If a member is in default with the payment of membership fees for a period of more than six (6) months, the Board may decide to suspend the member.
2. The notice of suspension of membership shall be in writing and shall include the reasons for which the member is being suspended. It shall be sent to the member within fourteen (14) days of the decision of the Board.
3. When a member has been suspended, he/she may appeal to the General Meeting of Members, which shall be done by the member concerned in writing to the Board. The appeal will be handled in the next following General Meeting of Members.
4. The suspension may be removed at any time by payment by the member of the current membership fees.
5. During the period of suspension, the member may not exercise his/her rights as a member.



END OF MEMBERSHIP

Article 8

1. Membership ends:
 - a. on account of death of the individual member;
 - b. by written notice of termination by the end of the fiscal year by the member to the Board, whereby a period of four (4) weeks should be observed.

Moreover a member may terminate his/her membership, with immediate effect, within one month from his/her having taken cognizance or having been informed of a resolution or an amendment to the articles of incorporation restricting his/her rights or increasing his/her obligations. The resolution or the amended provisions of the articles of incorporation shall not apply to him/her then.
 - c. upon notice of termination in writing by the end of the fiscal year by the Association to the member, whereby a period of four (4) weeks should be observed;
 - d. by expulsion of the member by the Board pursuant to a decision from the General Meeting of Members, which expulsion can only take place in case the member acts in contravention of the articles of this constitution, the regulations or resolutions of the Association or if the member does injury to the Association in an unreasonable way.

The notice of expulsion by the Board must be in writing and include the reasons for which the member is being expelled or his/her membership terminated. It must be sent by registered mail to the member within a month of the decision of the Board. When a member has been expelled or his/her membership terminated, he/she may appeal to the General Meeting of Members. This must be done within one (1) month in writing by the member concerned. The appeal will be handled in the next following meeting. During the time limited for appeal and pending the appeal the member will be suspended;
2. In case of termination of membership, as meant in paragraph b. and c. of this article, in the course of the fiscal year of the Association, the contribution will be due for the entire fiscal year, unless the Board decides otherwise. In all other cases of termination the contribution will be due till the date of termination or expulsion.

THE BOARD

Article 9

1. The Board consists of an odd number of at least three (3) members of full age. The Board members are elected from the membership by the General Meeting of Members for a term of two (2) years.
2. The number of Board members shall be determined by the General Meeting of Members.
3. Members may be proposed for election to the Board by the Board or by a number of members representing at least ten percent (10%) of the members to be submitted in writing to the Board not later than ten (10) days before the General Meeting of Members.
4. The Board will have among its members at least a President, Secretary and Treasurer. The President, Treasurer, Secretary and all other functions, if any will be divided by the Board members mutually. The functions of Secretary and Treasurer may be combined in one function.
5. The first Board members are appointed by this constitution.
6. A Board member can at all times be suspended or dismissed by the General Meeting of Members. If a suspension is not within three (3) months followed by a dismissal, the suspension is discontinued.
7. Termination or suspension of membership also includes termination of membership of the Board.
8. The Board will remain legally constituted even when the number of Board members drops below three (3) but in such a case the vacancies should be filled within sixty (60) days.
9. In case of a vacancy on the Board, the vacancy is filled as soon as possible in the next following scheduled or specifically convened General Meeting of Members without prejudice to the provision of paragraph 8 of this Article. Subsequently the functions on the Board will be allocated as described in paragraph 4 of this Article if necessary.
10. In case of impediment or default of all Board members, the Association shall be temporarily managed by two persons designated thereto by the General Meeting of Members.
11. Members of the Board shall neither receive nor accept wages or compensations of any kind apart from the possible reimbursement of expenses incurred by them in the exercise of their functions.

MANAGEMENT AND REPRESENTATION

Article 10

1. The Board is charged with the management of the Association.
2. The Board is furthermore charged with the execution and the observation of the compliance by the members with the Articles of Association, the ByLaws and the Resolutions and Regulations of the



Association, the maintenance of the register of members, and the convocation of members to General Meetings.

3. The Board is obligated to administer the assets and debts of the Association and the activities of the Association according to the requirements ensuing from these resolutions and to save the relevant books, documents and other data carriers during a period of ten (10) years in such a manner that the rights and obligations of the Association will be known at any time.
4. Each Board member has the right to inspect the administration and the books, documents and other data carriers of the Association.
5. The Board is charged with the preparation of an annual budget for approval at the General Meeting of Members.
6. The Association will be represented in and out of Court by the President acting together with one other Board member.
7. The Board requires the prior approval of the General Meeting of Members for the following transactions:
 - a. the acquiring, alienating or encumbering of immovable properties;
 - b. the entering into loan, security or guaranty agreements;
 - c. any transaction that will cause the approved annual budget to be exceeded;
 - d. the use of contingency funds or reserve funds or possible savings within the approved annual budget for anything other than the immediate safety and security of the members;
 - e. the initiation or support of any litigation.

BOARD MEETINGS

Article 11

1. Board meetings will be held whenever deemed necessary by the Chairperson or a majority of Board members.
2. Board meetings will be held on Sint Eustatius. Board members may be deemed present by physical presence, telephone, conference call or other electronic means.
3. The Board cannot pass resolutions outside of a meeting held.
4. Resolutions of the Board are valid only if a majority of Board members holding office are present.
5. Resolutions of the Board are passed by a majority of votes at the Board meeting. In case of equality of votes the proposal shall be rejected.
6. Minutes are kept by the Secretary of all business transacted at the Board meetings.
7. Minutes of Board meetings shall be made available to the members within two weeks of the date of the Board meeting.

GENERAL MEETING OF MEMBERS

Article 12

1. A General Meeting of Members shall be held at least one (1) time per year, hereinafter the "Annual General Meeting of Members", to be held within eight (8) months from the end of the financial year.
2. General Meetings of Members will moreover be held whenever deemed desirable or necessary by the Board or whenever at least ten percent (10%) of the members with voting rights lodge a relative written request to the Board stating the items to be discussed. In that case the Board is obliged to convene a General Meeting of Members to take place not later than two (2) months after receipt of the request.
3. If the Board fails to honor such a request within fourteen (14) days of receipt, the requesters themselves will be authorized to convene a General Meeting of Members in the manner in which the Board generally convenes the General Meeting of Members or by an advertisement in one of the local wellread newspapers. The requesters may then charge others than the Chairperson and Secretary of the Association with the chairmanship of the meeting and the making of the minutes.
4. Notice of meeting shall in all cases be provided to the members at least one (1) month before the date of the meeting and shall include the agenda for the meeting and the alternative date and time of the meeting if postponed under paragraph 11 of this Article.
5. All information including without limitation reports, statements, amendments, resolutions and other matters to be presented at the meeting shall be communicated in writing to the members at least ten (10) days before the date of the meeting. Delivery shall wherever possible be by electronic means otherwise by regular mail.
6. A member may be represented at the General Meeting of Members by any other member and in this case must provide to the Board at or before the meeting a copy of the specific power of attorney authorizing the duly appointed representative.
7. All members if not suspended and their duly appointed representatives have the right to attend the General Meeting of Members and to address the meetings. The General Meeting of Members decides about the right to attend or address the meeting of persons other than the aforementioned.



8. Votes shall be executed by the individual member or the duly appointed representative present at the meeting and shall be registered at the meeting.
9. The President and Secretary of the Association will also function as chairperson and secretary of the General Meeting of Members, with the exception of the provisions of paragraph 3 of this Article. The chairperson and secretary of the General Meeting of Members shall sign all resolutions taken by the meeting.
10. Unless otherwise provided in this constitution, a resolution of the General Meeting of Members shall be passed by a majority of at least three-fourth (3/4) of the votes cast in a meeting, in which at least two-thirds (2/3) of the members with voting rights are present or represented.
11. If the number of members required by paragraph 10 of this Article is not present or represented, then the meeting shall be postponed and shall be considered to have again been convened within fourteen (14) days thereafter. This meeting can then pass legally valid resolutions by a majority of at least three-fourth (3/4) of the votes cast, regardless of the number of members present or represented.
12. Voting shall be effected by written ballots when persons are involved and orally or by acclamation when voting on matters.
13. Abstentions, invalid and blank ballots shall not be considered as votes cast.
14. In case of equality of votes on matters, the proposal has been rejected. In case of equality of votes on persons, a second voting is held between the two persons who captured the highest number of votes. In case of equality of votes also by the second voting, the decision is taken by lot.
15. General Meeting of Members shall be held on Sint Eustatius. The English language shall be used at the meetings, in the convocations thereto and in other correspondence to the members.
16. Minutes of General Meeting of Members shall be made available to the members within two weeks of the final date of the meeting.
17. A unanimous resolution of all the members, even if not assembled in a meeting, provided it is adopted with the prior knowledge of the Board, shall have the same effect as a resolution of the General Meeting of Members. Each member shall acknowledge his or her vote in writing.

ANNUAL GENERAL MEETING

Article 13

1. The Annual General Meeting shall be held in the month of June of each year.
2. At the Annual General Meeting of Members the following shall be done as a minimum:
 - a. the minutes of the previous General Meeting of Members shall be discussed and approved;
 - b. the President shall submit the annual report about the activities and developments of the Association in the preceding financial year with reference to the resolutions of previous meetings;
 - c. the Treasurer shall submit a financial report concerning the preceding financial year, especially the financial statements, containing at least a balance sheet and a statement of receipts and expenditures and the explanatory memorandum with respect to these documents. The balance sheet and the statement of receipts and expenditures shall be signed by all Board members. In the event a signature is missing it shall be noted in the relevant report with the reasons thereby stated;
 - d. the report of the Auditing Committee shall be discussed and approved;
 - e. the election of Board members shall be considered;
 - f. vacancies on the Board shall be filled;
 - g. a new Auditing Committee shall be elected;
 - h. any other matters placed on the agenda by any member.
3. Approval by the General Meeting of Members of the reports and accounts will discharge the Board.

POWERS OF THE GENERAL MEETING OF MEMBERS

Article 14

In the General Meeting are invested all powers of the Association, which are not by law or the Articles of Association commissioned to the Board.

AUDITING COMMITTEE AND OTHER COMMITTEES

Article 15

1. The Annual General Meeting of Members shall appoint an Auditing Committee.
2. The General Meeting of Members may appoint other Committees from the members and regulate their tasks as well as the manner of their functioning.
3. The Auditing Committee and other Committees shall consist of at least two members to be



appointed for a term of one (1) year from the membership. Retiring Committee members are immediately reeligible.

4. Members of the Board may not be members of the Auditing Committee or a Committee of Disputes, if any.
5. The Board shall provide the Auditing Committee and other Committees with all requested information in a timely fashion.
6. The Board shall submit periodic reports to the members concerning the activities of the Committees. Each Committee may separately or in addition submit periodic reports to the members.

BYLAWS/REGULATIONS/CODE OF ETHICS

Article 16

1. The Board may draw up ByLaws to be submitted at the General Meeting of Members for approval. These ByLaws shall contain in detail all matters resulting from this constitution and which may in no respect be in conflict with the articles of this constitution.
2. The resolution to approve or amend the ByLaws shall be passed by a majority of at least two-thirds (2/3) of the votes cast in a meeting of members, in which at least fiftyone percent (51%) of the members with voting rights are present.
3. The paragraphs 2 and 3 of article 17 are likewise applicable, except that 'three/fourth' has to be read as 'two-thirds'.
4. The Board may also draw up other regulations, to be submitted at the General Meeting of Members for approval, to regulate in a durable way internal, not legal, matters of the Association.
5. The Board shall also draw up the Code of Ethics, to be submitted at the General Meeting of Members for approval.

AMENDMENT AND DISSOLUTION

Article 17

1. The articles of this constitution can be amended by a resolution of the General Meeting of Members, passed by a majority of at least three/fourth (3/4) of the votes cast in a meeting, in which at least two-thirds (2/3) of the members with voting rights are present.
2. If the number of members as meant sub paragraph 1 of this article is not present in the first meeting, a second meeting will be called, to be held not earlier than seven (7) days and not later than thirty (30) days after the first meeting, in which second meeting the resolution can be passed by a majority of at least three/fourth (3/4) of the votes cast, without a special quorum being required.
3. The proposal to amend the articles of this constitution should be laid down for inspection by the members, at an appropriate place, at least seven (7) days prior to the first general meeting in question and until after the end of the first or in the alternative second meeting.

Article 18

1. A resolution to dissolve the Association requires the same number of votes and the same quorum as required for a resolution to amend the articles of this constitution. The paragraphs 2 and 3 of article 17 are likewise applicable.
2. In case of a resolution as meant sub 1, the General Meeting of Members decides about the allocation of a positive balance. The paragraphs 1, 2 and 3 of article 17 are likewise applicable to this last mentioned resolution.
A possible positive balance of the dissolved Association will as much as possible be spent in accordance with the purpose of the Association.
3. After a resolution as meant sub paragraph 1 of this article, the Board is in charge of the liquidation, but the Board may appoint one or more liquidator(s).
4. After the end of the liquidation, the books and records will, during a period of ten (10) years, be in the custody of the person being Secretary of the Association at the time when the resolution to dissolve the Association was passed or such other person designated by the Board.
5. The provisions of the articles of this constitution remain in force as much as possible during the liquidation.
6. The liquidation will furthermore be effected with due observance of the provisions of the applicable articles of the Civil Code.

FINAL PROVISION

Article 19

Written communications shall at all times be understood to include expressions made using any textconveying means of communication, including, without limitation, telegram, telex, fax, and email.



The appearers, acting as mentioned above, furthermore declared:

- that the first financial year of the Association runs from the commencement of its activities up to and including December thirtyfirst, two thousand fifteen;
- that the present Board members of the Association are:
 1. Mr. C.A. Woodley, the constituent sub 2.A., as President;
 2. Mr. K.A. Kerkhoff, the appearer sub 1, as Secretary;
 3. Ms. C.M. van de Sande, the constituent sub 2.B, as Treasurer;

who have all accepted their appointment.

The appearers are known to me, civil law notary.

WHEREOF THIS DEED

has been executed on Sint Maarten, in one original copy, on the date mentioned in the heading hereof.

After relating the substance of this deed to the appearers, they declared to have examined the contents thereof and not to require a full reading thereof.

Then, after summary reading of this deed, this deed was signed by the appearers and by me, civil law notary.

(w.s.) K.A. Kerhoff, F.C. Wilsterman, M.M. Boekhoudt.

ISSUED FOR TRUE COPY